

RECORDATION NO. 11276C
JAN 9 1980 -10 40 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11275B
Filed 1425

JAN 9 1980 -10 40 AM

INTERSTATE COMMERCE COMMISSION
January 8, 1980

0-009A028

Date JAN 9 1980

Fee \$ 20.00

ICC Washington, D. C.

Interstate Commerce Commission
Washington, D.C. 20423

Gentlemen:

Enclosed for recordation under the provisions of 49 USC 11303 (formerly Section 20(c) of the Interstate Commerce Act) as amended, are three executed counterparts of each of an Assignment of CF Industries, Inc. Agreement dated as of December 7, 1979 and an Assignment of Railroad Lease Agreement dated as of December 7, 1979. The former Assignment relates to the Shipper Agreement dated as of September 28, 1979 and the Shipper Full Service Lease Agreement dated as of September 28, 1979, both of which were filed with the Interstate Commerce Commission on December 28, 1979.* The latter Assignment relates to the Railroad Lease Agreement dated as of July 17, 1979, which was filed with the Interstate Commerce Commission on December 28, 1979. #

A general description of the railroad rolling stock covered by the enclosed documents is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Brae under Assignment of
CF Industries, Inc. Agreement:

Brae Corporation
Three Embarcadero Center
San Francisco, California
94111

Owner under Assignment of
CF Industries, Inc. Agreement:

Arthur Rubloff
Suite 1440
69 West Washington Street
Chicago, Illinois 60602

Assignor under Assignment of
Railroad Lease Agreement:

Brae Corporation
Three Embarcadero Center
San Francisco, California
94111

Assignee under Assignment of
Railroad Lease Agreement:

Arthur Rubloff
Suite 1440
69 West Washington Street
Chicago, Illinois 60602

*and assigned Recordation Numbers 11276
and 11276-A, respectively.

#and assigned Recordation Number 11275.

11275-B
11276-C
\$ 20

RECEIVED
JAN 9 10 36 AM '80
I.C.C.
FEE OPERATIONS

CT. Kopper
Carroll

The undersigned is the Owner under the Assignment of CF Industries, Inc. Agreement and the Assignee under the Assignment of Railroad Lease Agreement and has knowledge of the matters set forth therein.

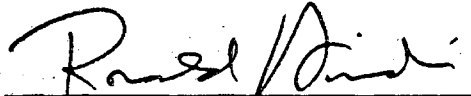
Please return two counterparts of each of the Assignment of CF Industries, Inc. Agreement and the Assignment of Railroad Lease Agreement to Charles S. Hughes, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Enclosed is a check in the amount of ^{\$ 20.00}~~\$100.00~~ covering the required recording fee.

Very truly yours,

ARTHUR RUBLOFF

By: Horwood, Carlin & Hindin, his
agents and attorneys-in-fact

By 
Ronald Hindin

RECORDATION NO. 11276-C
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JAN 9 1980-10 40 A.M.

ASSIGNMENT OF
CF INDUSTRIES, INC. AGREEMENT
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF CF INDUSTRIES, INC. AGREEMENT ("Agreement")
dated as of December 7, 1979 between Brae Corporation ("Brae")
and Arthur Rubloff (the "Owner").

R E C I T A L S

1. Brae has entered into a Shipper Agreement and a related Full Service Lease Agreement each dated as of September 28, 1979 with CF Industries, Inc. ("CF") relating to, among others, railcars numbered WAR 15000-WAR 15079 (both inclusive) (the "Cars").
2. Brae has entered into a Purchase Order with Pullman Incorporated (Pullman Standard Division) to purchase the Cars.
3. Brae has assigned to the Owner its rights to purchase the Cars pursuant to a Purchase Order Assignment dated as of December 7, 1979.
4. Brae has entered into a Lease Agreement with Warrenton Rail Road Company as it relates to the Cars (the "Lease").
5. Brae has assigned to the Owner its rights under the Lease pursuant to an Assignment of Lease Agreement dated as of December 7, 1979.

THEREFORE:

1. Brae hereby assigns, transfers and sets over to the Owner all of its right, title and interest under the Shipper Agreement and the related Full Service Lease Agreement as and only to the extent that they relate to the Cars.
2. Owner hereby assumes all of Brae's obligations under the Shipper Agreement and the Full Service Lease Agreement as and only to the extent that they relate to the Cars.

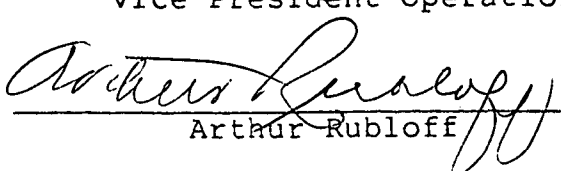
IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

BRAE CORPORATION

By


Donald H. Gleason

Vice President-Operations


Arthur Rubloff

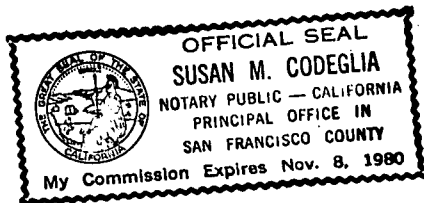
STATE OF CALIFORNIA)

)

ss.:

CITY AND COUNTY OF SAN FRANCISCO)

On the 19th day of December, 1979,
before me personally came Donald H. Gleason to me known,
who, being by me duly sworn, did depose and say that he resides
at Atherton, California; that he is the
Vice Pres - Operations of BRAE CORPORATION, the corpora-
tion which executed the above instrument; that he signed his
name to the above instrument by authority of the Board of
Directors of said corporation; and that he acknowledged that
the execution of the above instrument was the free act and deed
of such corporation.



Susan M. Codeglia
Notary Public

(SEAL)

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.:

On this 20th day of December, 1979 before
me, Ronald Hindin, a Notary Public, State of
Illinois, duly commissioned and sworn, personally
appeared Arthur Rubloff
known to me to be the person whose name is subscribed to the
within instrument and acknowledged to me that he executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the County of Cook
the day and year in this certificate first above written.

Ronald Hindin
Notary Public

(SEAL)